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DECLARATION OF TIMOTHY SULLIVAN IN SUPPORT OF APPLICATION FOR ORDER UNDER SECTIONS 327(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF SULLIVAN GROUP REAL ESTATE ADVISORS AS MARKET RESEARCH CONSULTANT TO THE DEBTORS AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE

I, Timothy Sullivan, declare as follows:

- 1. I am a founder and Principal of Sullivan Group Real Estate Advisors ("Sullivan"). This Declaration is submitted in support of the Application For Order Under Section 327(a) Of The Bankruptcy Code Authorizing The Employment And Retention Of Sullivan Group Real Estate Advisors As Market research Consultant To The Debtors And Debtors In Possession Nunc Pro Tunc To The Petition Date (the "Application"), which is being submitted concurrently herewith.
- 2. Sullivan provides in-depth analytical reports and strategic planning services related to existing and proposed residential and commercial development throughout the United States. Sullivan offers a wide range of residential advisory services, allowing its clients whether lenders, developers, public agencies or homebuilders - to make critical business decisions about land uses, product, pricing and maximizing profitability. Market analyses include feasibility studies, competitive review, product definition (unit sizes and configuration). economic and demographic trends, definition of amenity programs and buyer profile analysis. In 2008, Sullivan conducted 280 different market analyses with work taking place in 24 different states and 45 metropolitan areas. Sullivan is headquartered in San Diego, California and specializes in real property located in the southwestern United States, including Las Vegas.
- 3. Sullivan was employed by the above-captioned debtors and debtors in possession (the "Debtors") pursuant to an engagement letter dated March 31, 2009 (as attached hereto as Exhibit 1, the "Engagement Letter"). The backgrounds of the professionals at Sullivan that will provide services in these cases are attached to this Application as Exhibit 2.
- 4. Neither I, Sullivan, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the creditors or equity security holders of the above-captioned debtors (collectively, the "Debtors"), or any other parties in interest, or

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their respective attorneys, in any matter relating to the Debtors or their estates, except as set forth below.

- 5. In March/April, 2008 Sullivan conducted market research to provide revenue inputs to the Matlin Patterson Group in order to assist in acquisition decisions regarding a portfolio of assets owned by Standard Pacific Homes.
- 6. In March/April, 2008, Sullivan conducted market research for Morgan Stanley regarding properties located in Las Vegas.
- 7. In April, 2007, Sullivan performed a competitive housing market analysis for Wells Fargo Homebuilder Finance regarding properties located in Fontana, California.
- Sullivan is a "disinterested person" as that term is defined in section 101(14) of title 11 of the United States Code (the "Bankruptcy Code") in that Sullivan, its partners and other professionals:
 - are not creditors, equity security holders or insiders of the Debtors:
 - are not and were not, within 2 years before the date of the filing of the petitions, a director, officer or employee of the Debtors; and
 - do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.
- 9. Sullivan and certain of its partners and other professionals may have in the past represented, and may currently represent and likely in the future will represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, Sullivan is not aware of such representations. Sullivan will be in a position to identify with specificity any such persons or entities when lists of all creditors of the Debtors have been reviewed and will make any further disclosures as may be appropriate at that time.
- 10. The undersigned is not aware of any relationship as a "relative" with any U.S. Bankruptcy Judge in this District or with the United States Trustee for Region 17 that would be subject to the requirements of Bankruptcy Rule 5002(b).

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(702) 382-1170 Fax: (702) 382-1169

11. Sullivan began providing services to the Debtors on March 31, 2009 pursuant to the Engagement Letter.

- 12. Sullivan intends to apply for compensation for professional services rendered in connection with these chapter 11 cases, subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the District of Nevada and this Court's Orders, based upon its normal and usual billing rates. Sullivan will charge the Debtors rates consistent with the rates it charges its other clients and in other bankruptcy and non-bankruptcy cases.
- 13. The hourly rates for the professionals working on these cases is as follows: Principal - \$425; Vice President - \$225; Senior Analyst - \$150; and Analyst - \$95. Sullivan will also receive reimbursement of reasonable expenses incurred in connection with this engagement, including, without limitation, travel, transportation and lodging expenses, as well as other customary expenditures in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and orders of this Court for all services performed and expenses incurred after the Petition Date. Sullivan will charge the Debtors for these expenses in a manner and at rates consistent with those it generally charges its other clients; provided, however, Sullivan will comply with the guidelines for charging bankruptcy estates for such expenses that are applicable in this District.
- 14. Prior to the Petition Date, Sullivan received a retainer (the "Retainer") in these cases in the amount of \$47,500. During the twelve months prior to the Petition Date. Sullivan received \$72,179 from the Debtors, including the Retainer. Sullivan performed prepetition market research consulting unrelated to this engagement for The Rhodes Companies, LLC and Rhodes Homes Arizona, LLC. The Debtors do not owe Sullivan any monies as of the Petition Date. Sullivan is currently holding a Retainer in the amount of \$47,500.
- 15. It is contemplated that Sullivan will seek interim compensation during the cases as permitted by sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016. Sullivan understands that its compensation in these cases is subject to the prior approval of this

810 S. Casino Center Blvd., Suite 104

LARSON & STEPHENS

Court. No compensation will be paid except upon application to and approval by this Court after notice and a hearing in accordance with sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

I declare under penalty of perjury under the laws of the state of California that the foregoing is true and correct.

Executed this 8 day of May, 2009, in San Diego, California.

Timothy Sullivan

Exhibit "1"

March 31, 2009

Mr. Joe Schramm
Chief Financial Officer
RHODES HOMES
4730 S. Fort Apache Road, Suite 300
Las Vegas, Nevada 89147

CONFIDENTIAL

Subject: Proposal for Professional Real Estate Opinions and Expert Witness Support

Dear Mr. Schramm:

The Sullivan Group is pleased to be retained by Rhodes Homes to assist you with research tasks related to potential litigation associated with selected Rhodes Homes Assets as outlined in Exhibit A of this proposal. The retaining attorneys include Pachulski Stang Ziehl & Jones, LLP and Greenberg Traurig, LLP

The purpose of this letter is to establish our agreement is to conduct historical market research as needed. This letter contains the Scope of Work, Deliverables, Engagement Team, Fees, and Limiting Conditions to conduct this analysis.

I. BACKGROUND AND SCOPE OF WORK

As we understand it, you may be involved in litigation regarding the value of remaining Rhodes Homes assets throughout the Las Vegas metropolitan area and in Arizona's Golden Valley near Kingman. The assets (listed in Exhibit A of this proposal) include single family detached lots, multi-family property and custom home sites. As we understand it, the existing and future assets represent approximately 8,100 closings.

Sullivan Group understands that Rhodes Homes will ask us to require and documents necessary and to investigate, research and identify facts, customs and practices necessary to support testimony.

II. SCOPE OF WORK

As we understand the Scope today, we will assess the competitive market relative to each asset. While the Scope may evolve, the following represents a general summary of tasks.

Task 1: Material Review and Site Analysis

<u>Objective</u>: to understand the development potential of the subject property and its impact on the greater regional market.

- Site Visit
- Locational Analysis
- Access and Regional Position
- Quality of Surrounding Development



Task 2: Product Program Recommendations

<u>Objective</u>: to provide recommendations regarding appropriate product and price points, and an estimated absorption rate.

- Recommend Logical Pricing
- Absorption Estimate

We will also complete additional tasks related to expert witness testimony as needed. Those tasks will include:

- · Documentation of market findings as needed.
- · Support valuation efforts with other experts and/or appraiser
- Preparation of court documents
- Deposition hearings
- Expert witness testimony

Expert witness testimony and assignments will relate to appropriate market and revenue factors associated with each asset and other tasks as proposed.

We understand that Rhodes Homes will engage an expert in development costs. Sullivan Group will support that effort as necessary with appropriate project revenue and sales pace inputs.

II. PROJECT TEAM

Sullivan Group Real Estate Advisors will provide the services described above. Sullivan Group is the leader in strategic research and market feasibility for the real estate industry. Our clients include a wide variety of public agencies, builders, developers and financing sources.

Tim Sullivan, President, will serve as Expert Witness. Mr. Sullivan is an expert in residential feasibility studies, strategic planning and product development and has completed numerous studies in his 25+ years of experience in the Real Estate Industry.

Other specialists are also available from Sullivan Group as additional support is required.



III. FEES

We will bill on a time and expenses basis as follows.

Principal	\$425
Vice President	\$225
Senior Analyst	\$150
Analyst	\$95
Administrative	\$40

We will also be reimbursed for expenses, including travel time and information/data costs. An overhead factor of 3% of the fees will be added to offset non-itemizable expenses.

We require a retainer of \$47,500 to begin our analysis. We will commence work when the retainer is paid. We will also bill you in two-week increments once the engagement initiates. If an outstanding invoice is not paid within two weeks of its date of issuance, we will stop work until payment is brought current.

We will issue any final reports (as necessary) only after all outstanding fees and expenses have been paid. Any fee amount unpaid 30 days after the invoice date will be assessed a monthly service charge of 1.5%.

The timing and fees related to this proposal are valid for 7 days from the date of this document and are subject to change any time thereafter.

The draft and final copies of any support documents will be distributed electronically. If you request, two hard copies of the final report will be included with this fee. Additional hard copies of the final report are available at a charge of \$100 per copy. A separate agreement will be required for any work requested outside the scope of this proposal.

IV. TIMING

We will require at least 45 to 60 days to assemble documentation or market data necessary to support testimony. We will work with you to accommodate timeframes required for testimony.



VI. LIMITING CONDITIONS

This letter sets forth our understanding of the terms and objectives of our engagement and the nature and limitations of the services we will provide. Rhodes Homes is responsible for representations about project plans and expectations and for disclosure of significant information that might affect the ultimate realization of the projected results. There will usually be differences between projected and actual results because events and circumstances frequently do not occur as expected, and the differences may be material. Any reports or support documents provided will contain a statement to that effect. We have no responsibility to update any support documentation for events and circumstances occurring after the date of that documentation. Payment of our fees and expenses is not contingent upon any factor other than our providing services outlined in this letter.

We appreciate the opportunity to be of service. If you have any questions, I can be reached at <u>t.sullivan@sgrea.com</u> or at 858.523.1443 x 152.

Sincerely.

Timothy P. Sullivan President



TO INITIATE WORK PLEASE REMIT A RETAINER CHECK IN THE AMOUNT OF \$47,500 MADE PAYABLE TO THE SULLIVAN GROUP, LLC. SEND DEPOSIT ALONG WITH **EXECUTED PROPOSAL TO ADDRESS BELOW:**

THE SULLIVAN GROUP, LLC 12555 HIGH BLUFF DRIVE, SUITE 210 **SAN DIEGO, CA 92130**

Acceptance:	RHODES HOMES	
Signature:	AW L	_
Title:	(CF)	_
Date:	3/31/09	-
individual who exe	o the contrary, invoices and reports will be ecuted this agreement. If the billing or mail cove, please complete the following.	sent to the attention of the contact should differ from the
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EHIBIT A

Rhodes Homes

Asset Summary

						Future Closings					Future
	Master			Lot		Back	og / Sold	Unsold			Closings
Project	Comm.	Parcel			Phase	UC	Fin. Lots	Specs	Models	Lots	Total
GV-RH-Models	∵ GV∵	\ RH ∵	SF*	SE ASSE	Active:	354VE	全然的现在分词	194521-5825	4:	120000	\$300 K 4
GV-RH-Rancheros	⊮. GV	RH	SF		Active	3		6	1.27 (2)	2.04	9
RR-10B-Irons	RR	:10B	SF	45×100			3			6	4 18
RR-11B-New Product	RR	- 11B -	SF	35x93		9	. 20	1 pr - 3		28	67
RR-11B-Pacific Mist	RR	. 11B	SF	35x90	Active	6			3930	4.	2 31
RR-12-Collections 40	RR	. 12	SF	40x100	Active	38.8		1.1			14
RR-12-Collections 45	RR	12	SF	45x100	Active	23		2	: Gala		26
RR-12-Collections 50	RR	12	SF	50x100	Active	350			. 7	10 500	1.1
RR-14-Palms Bay	RR	14	SF	35x90	Active	. 2		3	立是體	公置方	12
RR-20A-Majors	RR	20A	SF	45x100	Active	- 3,4	15 - 17 - 17 - 17	6.		2340	51
RR-20B-Fairways	RR 🤄	20日	SF	40x100	Active	2.5.4		5	医氯苯基	154	164
SH-5A-Spanish Hills	SH	5A	SF	custom	Active	1. E. E.				4	4
SH-MF-X-It	SH	ME	MF	MF	Active	i i i					
SW-11-West 57th	SW	400	SF	35x93	Active:					21	21
TS-12-Zanetti	TS	12;	SF	50x100	Active	. 4	2			5	4 - S(t)
TS-15-Flori	TS	15	MF	ME	Active				4	27.	32
TS-16-Melani	TS	16	SF	60x100	Active	: 3		2	2	20	27
TS-16-Pesaro	TS	16	SF	60x100	Active	(3.1				- 28	29
TS-17-Pesaro	TS	. 17	SF		Active	-			3		3
TS-18-Terrazzo	TS	1B	SF	50x100	Active	- 1		9	1,3,11	106	115
TS-18-Terrazo Courtyard	TS	. 18	SF	50x100		7		4	•		4332.11
TS-19-Montebello	TS	19	SF	50x100				1		3	4
TS-24-Avelling	· TS··	24	SF	60x100		1 3		4			7
TS-25-LaLuna	TS	25	SF	50x100		3	3	∵∖.2	3	. B8	99
TS-6C-LaPlazza	∖\TS.	≤6C :	SF		Active	的数目的	期期間等		11.1	第三进程	建型位置
GV-1-Golden Valley 1	GV	1	0		Future	-	-	-	-	866	866
GV-2-Golden Valley 2	GV	2	0		Future	-	· -	-		823	823
GV-3-Golden Valley 3	GV	3	0		Future	~	-	-	-	151	151
GV-5-Golden Valley 5	GV	5	0		Future	-	-	-	~	680	680
GV-6-Golden Valley 6	GV	6	0		Future	-	-	-	-	1,071	1,071
RO-43-Parcel 43	RO	43	MF		Future	-	-	-	-	246	246
RO-FWY-Freeway I	RO	FWY	MF		Future	-	-	-	-	162	162
RO-FWY-Freeway II	RO	FWY	MF		Future	- 1	-	-	-	152	152
RO-JA-Jarupa	RO	JA	SF		Future	-	-	-	-	195	195
RR-10C-Irons	RR	10C	SF	45x100		-	-	-	-	44	44
RR-10D-Irons	RR	10D	SF	45x100		-	-	-	-	9	9
RR-12-Coll 50- New Prod	RR	12	SF	50x100		-	-	-	-	102	102
RR-17-Parcel 17	RR	17	MF		Future	-	-	-	-	819	819
RR-20C-P20 Unit 3	RR	20C	SF		Future	-	-	-	-	305	305
RR-20C-P20 Unit 4	RR	200 '	SF		Future	-	-	-	-	162	162
RR-20E-P20 Unit 5	RR	20E	MF		Future	-	-	-	-	334	334
RR-33-Parcel 33	RR	33	MF		Future	-	-	-	-	260	260
RR-DL-New Product	RR	DL	MF		Future	-	-	-	-	56	56
SH-MF-New MF Product	SH	MF	MF		Future	-	-	-	-	81	81
SW-11-Future Project	SW	11	SF	35x93		-	-	-	-	10	10
SW-13-Percel 13	SW	13	MF		Future	-	-	-	-	224	224
TS-10-New Product	TS	10	SF	50x100		-	-	-	-	77	77
TS-11-New Product	TS	11	SF	50x90		-	- [-	-	97	97
TS-12-Future Project	TS	12	SF	50x100		-	-	-	•	15	15
TS-14-Pesaro	TS	14	SF	60x100		-	-	-	-	64	64
TS-15-New MF Product	TS	15	MF		Future	-		-	-	135	135
TS-23-Belezza	TS	23	SF	50x100		-	-	-	-	24	24
TS-24-Pesaro	TS	24	SF	60x100		-	~	-	-	45	45
TS-6A-Vercelli	TS	6A	SF	50x100	Huture				-	183	183
TOTAL					•	93	28	46	19	7,947	8,133
IVIAL						ยง	20	40	18	1,347	0,133

Source: Rhodes Homes

Exhibit "2"

TIMOTHY P. SULLIVAN PRESIDENT

As president of Sullivan Group Real Estate Advisors, Tim Sullivan has nearly 25 years experience in developing growth strategies for the residential real estate market. Whether defining geographic market opportunities, conceptualizing community design or honing product, pricing and absorption potential, Tim has guided major homebuilding companies from inception to completion and has directed major lending organizations in strategic capital placement with unparallel success.

Over the past 15 years, Tim has been a frequent speaker at major industry events. From PCBC to ULI's many venues to his company's own Sullivan Seminars, Tim shares his breadth of industry knowledge with the nation's housing market on an ongoing basis. He also writes for a variety of industry publications, directs nationwide housing tours, and is active in numerous industry associations. He is frequently quoted and interviewed key major media including USA Today, The Wall Street Journal and the network news for market insight.

During his career, Tim was senior manager with KPMG Peat Marwick's National Real Estate Consulting Group before serving as principal of Hanley Wood Market Intelligence's (formerly The Meyers Group) Real Estate Consulting Practice for a decade. He has an MBA with a concentration in marketing and finance from San Diego State University, and a bachelor's degree in economics from University of California, San Diego. He is also a member of the Institute of Residential Marketing (MIRM).

EDUCATION

- MBA, Concentration in Marketing and Finance, San Diego State University, San Diego
- Bachelor of Arts in Economics, University of California, San Diego

PROFESSIONAL QUALIFICATIONS

- National Association of Homebuilders Institute of Residential Marketing (MIRM)
- Subject Matter Expert (SME) for Research and Trends Training Module for National Council on Senior Housing (NCOSH)
- Highly Rated National Speaker for Real Estate Industry Trends and Issues

PROFESSIONAL AFFILIATIONS

- Urban Land Institute, Full Member
- Builder Marketing Society, Full Member
- San Diego Steering Committee, Urban Land Institute
- Building Industry Association Member

PETER F. DENNEHY SENIOR VICE PRESIDENT

Peter Dennehy, a Senior Vice President of Sullivan Group Real Estate Advisors, has over 16 years of experience in the real estate advisory field. He has had experience consulting on a broad spectrum of residential and commercial properties, including: rental apartments, condominiums; and single-family dwellings; master planned communities and resorts; active adult and senior housing projects; public housing developments, low-income tax credit, and single-room occupancy (SRO) housing developments; hotels; urban redevelopment and mixed-use complexes; retail, office and business/industrial parks.

Mr. Dennehy's consulting activities include a full range of consumer research and strategic planning, market and financial feasibility, absorption analysis, demographic and economic forecasting, product planning, and market opportunity analysis. He has managed and conducted numerous consulting assignments in most major real estate markets in California, Arizona, Nevada and the Pacific Northwest, including Los Angeles-Orange County, San Diego County, Riverside-San Bernardino Counties, the San Francisco Bay Area, Sacramento, Reno, Las Vegas, Phoenix, Tucson, and the Seattle metropolitan area. In addition, he has conducted consulting assignments of various types in Baja California, British Columbia, Colorado, Florida, Georgia, Idaho, Texas, Nebraska, Illinois and Michigan.

Mr. Dennehy's role in consulting engagements involves management of market research efforts and consultant teams, public policy research and analysis, real estate product programming, market positioning and strategy recommendations, client relations and presentations. Clients include regional and national developers; corporations, international and domestic investors (including pension funds, municipal bond underwriters and REITS), city and county governments; nonprofit organizations; and, financial institutions.

Prior to joining Sullivan Group, Mr. Dennehy worked at Robert Charles Lesser & Company and The Meyers Group/Hanley Wood.

EDUCATION AND PROFESSIONAL QUALIFICATIONS

- J.D., University of San Diego
- B.A., Government/Public Policy, Pomona College
- Urban Land Institute, San Diego Chapter
- LEAD San Diego Graduate (Winter 2000)
- Building Industry Association Cares Board: Vice President

KENNETH S. PERLMAN VICE PRESIDENT

As a seasoned analyst, Ken Perlman, Vice President of Sullivan Group Real Estate Advisors, has traveled extensively throughout the United States assessing the nation's housing industry. While he has contributed to analyses in multiple different states and has consulted builders on strategic expansion opportunities over the years, his particular expertise lies with compiling and analyzing market, economic, and financial data for project feasibility and valuation studies.

Having grown up surrounded by everything real estate, with a father who was a planner for the City of Ventura and later did acquisitions and entitlement work, Ken had a natural inclination toward the real estate field. Today, he enjoys taking disparate statistics and making them all come together in a way that leads to an interesting, and unique, conclusion for his clients. With his exceptional analytical skills, Ken ensures that clients walk away from an assignment confident that he added value to their project and that the conclusions he draws make their products better.

Having started his career at Grubb & Ellis Commercial Real Estate, Ken later moved to Hanley Wood Market Intelligence's (formerly The Meyers Group) Real Estate Consulting Practice prior to joining Sullivan Group. He received his MBA from the University of San Diego, and a BA in Urban Studies & Planning from the University of California, San Diego.

EDUCATION

- Masters of Business Administration University of San Diego, May 2001
- Bachelor of Arts, Urban Studies and Planning University of California at San Diego, 1994

PROFESSIONAL AFFILIATIONS

- Building Industry Association
- ULI Young Leaders



ADAM T. MCABEE VICE PRESIDENT

With more than 11 years experience in the real estate industry, Adam McAbee, vice president of Sullivan Group Real Estate Advisors, oversees the group's client engagements on a day to day basis. Having worked in 30 metropolitan areas nationwide, he has a particular expertise in analyzing urban development, such as high rises and infill housing, as well as directing analyses of resort markets, such as Hawaii and Park City.

When Adam first set his sights on real estate, it was during the last housing boom in the late 1980s. Although the market bottomed out by the time he got out of college, Adam's career has since spanned the strongest run-up of market activity in recent history. With the unique perspective of seeing both ends of a market cycle, Adam strives to bring clients the most accurate and insightful information as possible, and has a keen eye toward the true nature of the market.

At the beginning of his career, Adam was a consultant for KPMG, where he met Tim Sullivan, and later moved on to Hanley Wood Market Intelligence's (formerly The Meyers Group) Real Estate Consulting Practice for nine years (also with Tim). He received his bachelor's degree from San Diego State University in 1994.

EDUCATION

- Bachelor of Science, Real Estate San Diego State University, 1994
- American Society of Appraisers introduction to Real Property Valuation, 1996
- Member Institute of Residential Marketing (MIRM) Candidate, 2001
- National Association of Home Builders Certified New Home Marketing Professional, 2001

PROFESSIONAL AFFILIATIONS

- Building Industry Association
- Urban Land Institute Young Leaders
- International Downtown Association